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May 18, 2012

Ms. Marlene Dortch, Secretary
Federal Communications Commission
The Portals, TW-A325
445 Twelfth Street, SW
Washington, DC 20554

Re: WC Docket No. 12-120

Ms. Dortch:

Transmitted herewith, on behalf of WideOpenWest Finance, LLC, is a letter from Craig Martin, Esq., General Counsel and Secretary of WideOpenWest Finance, LLC, providing supplemental information to the transferee's portion of the above-referenced application for consent to the transfer of control of Knology, Inc.

Please direct any questions with regard to WideOpenWest Finance, LLC to undersigned counsel.

Very truly yours,



Howard M. Liberman
Counsel for WideOpenWest Finance, LLC

cc (w/encl.): Chip Yorkgitis, Esq. and Joan Griffin, Esq.
Counsel for Knology, Inc.

WideOpenWest Finance, LLC
7887 E. Belleview Avenue, Suite 1000
Englewood, CO 80111-6007

May 16, 2012

VIA HAND DELIVERY

Ms. Marlene Dortch, Secretary
Federal Communications Commission
The Portals, TW-A325
445 Twelfth Street, SW
Washington, DC 20554

Re: WC Docket No. 12-120

Dear Ms. Dortch:

I am writing on behalf of WideOpenWest Finance, LLC (the "Company"), the transferee in the above-referenced, pending application for consent to the transfer of control of Knology, Inc. and its subsidiaries that hold FCC authorizations. The following additional information is submitted with regard to the application.

Attached is a new "Attachment C: Post-Merger Organization Diagram," to replace the Attachment C originally submitted with the application.

As explained in the application, the ownership of the proposed transferee primarily will be held by funds ultimately controlled by Avista Capital Managing Member, LLC. The precise percentages that each of Avista Capital Partners, L.P., Avista Capital Partners (Offshore), L.P., Avista Capital Partners III, L.P. and Avista Capital Partners (Offshore) III, L.P. (collectively, the "Avista Investors") will hold in the proposed transferee were not stated. However, the application did specify that two of the Avista Investors together will hold a controlling interest in the proposed transferee.

Currently, one of the Avista Investors, Avista Capital Partners, L.P., holds an indirect controlling interest WideOpenWest Finance, LLC and, therefore, an indirect controlling interest in the various WideOpenWest operating subsidiaries. Under the proposal in present application, Avista Capital Partners, L.P. will be reduced to less than a controlling interest but, together with commonly-controlled Avista Capital Partners III, L.P., will continue to control WideOpenWest Finance, LLC.

For a number of reasons, the precise ownership percentages of the Avista Investors cannot be given. For one, the two new Avista Investors – Avista Capital Partners III, L.P. and Avista Capital Partners (Offshore) III, L.P. (together, the "New Avista Investors") – are still in the process of raising funds. The size of the New Avista Investors relative to each other will not be known until shortly before the closing of this proposed acquisition, and their relative sizes will partially determine the precise amount of funds each of the New Avista Investors will invest

Ms. Marlene Dortch
May 16, 2012
Page 2

in the Company. In addition, the existing owners of the Company are being offered preemptive rights with regard to the new equity being issued by the Company in connection with the acquisition, and to the extent those owners elect to purchase any new equity, their election would reduce the amount of such new equity that is available to other investors, including the New Avista Investors. Thus, until some additional time transpires in which the ownership of the new equity will be finalized, it will not be known precisely how much each of the Avista Investors will hold in the proposed transferee.

Finally, the transferee affirms that (1) for each reference on the attached Attachment C to "Insulated Limited Partners," the relevant partnership's limited partnership agreement includes the insulating provisions specified in Section 73.3555, Note 2(f), of the Commission's rules, and the Commission decisions referred to therein; and (2) all the entities identified on Attachment C are U.S. entities except for the two with the word "Offshore" in their names.

Very truly yours,

A handwritten signature in cursive script that reads "Craig Martin". The signature is written in dark ink and is positioned above the printed name and title.

Craig Martin
General Counsel and Secretary
WideOpenWest Finance, LLC

Thompson Dean Steven Webster David Burgstahler David Durkin OhSang Kwon

Voting Members (one vote each; however, Msrs. Dean and Webster each has a veto)

